

**TRI-COUNTY FINANCIAL GROUP, INC.
706 WASHINGTON STREET
MENDOTA, IL 61342**

**NOTICE OF
ANNUAL MEETING OF STOCKHOLDERS
to be held April 16, 2026**

TO THE STOCKHOLDERS OF TRI-COUNTY FINANCIAL GROUP, INC:

Notice is hereby given that an Annual Meeting of Stockholders of Tri-County Financial Group, Inc. (the "Company") will be held on Thursday, April 16, 2026, at 4:00 P.M., Central Time at **Mendota Civic Center, 1901 Tom Merwin Dr., Mendota, Illinois 61342**, for the following purposes:

1. To elect two directors of the Company to serve for a three-year term expiring in 2029 or until their successors have been duly elected and qualified.
2. To transact such other business as may properly come before the Annual Meeting or any adjournment thereof.

Only stockholders of record at the close of business on March 6, 2026 are entitled to notice of, and to vote at, the Annual Meeting or any adjournment thereof.

Whether or not you plan to attend the Annual Meeting, your vote is important. To assure your representation at the meeting, please vote by signing and dating the enclosed proxy card and returning it promptly in the enclosed postage-paid envelope or by submitting voting instructions via the Internet or Mobile at www.cstproxyvote.com. Sending in your proxy or submitting voting instructions via the Internet will not prevent you from voting in person at the Annual Meeting. If you vote in person by ballot at the Annual Meeting, that vote will revoke any prior proxy or voting instructions that you have submitted.

By Order of the Board of Directors



March 16, 2026

Kirk L. Ross, President

IMPORTANT - PLEASE VOTE YOUR PROXY PROMPTLY

TO ASSURE YOUR REPRESENTATION AT THE MEETING, PLEASE VOTE BY SIGNING AND DATING THE ENCLOSED PROXY CARD AND RETURNING IT PROMPTLY IN THE ENCLOSED POSTAGE-PAID ENVELOPE OR BY SUBMITTING VOTING INSTRUCTIONS VIA THE INTERNET OR MOBILE AT WWW.CSTPROXYVOTE.COM. IF YOU DO ATTEND THE MEETING, YOU MAY THEN REVOKE YOUR PROXY AND VOTE IN PERSON.

**TRI-COUNTY FINANCIAL GROUP, INC.
MENDOTA, ILLINOIS 61342**

PROXY STATEMENT

ANNUAL MEETING OF STOCKHOLDERS

The accompanying proxy is being solicited by the Board of Directors (the “Board”) of Tri-County Financial Group, Inc. (the “Company”) for use at the Annual Meeting of Stockholders to be held at 4:00 P.M., Central Time, on Thursday, April 16, 2026. The approximate date on which proxy statements and forms of proxy are first being sent or given to stockholders is March 16, 2026.

Proxies in the accompanying form, which are properly executed and duly returned to the management of the Company, will be voted at the Annual Meeting. Each proxy granted may be revoked at any time prior to its exercise either by written notice filed with the secretary of the meeting or by oral notice given during the meeting by the stockholder to the presiding officer of the meeting.

The entire expense of preparing, assembling, and mailing the enclosed material, will be borne by the Company. In addition to using the mail, directors, officers, and regular employees of the Company acting on its behalf may solicit proxies in person, by telephone, or by electronic mail. The shares represented by proxies will be voted as instructed by the stockholders giving the proxies. In the absence of specific instructions to the contrary, proxies will be voted in favor of the proposals described herein.

Whether or not you plan to attend the Annual Meeting, your vote is important. To assure your representation at the Annual Meeting, please vote by signing and dating the enclosed proxy card and returning it promptly in the enclosed postage-paid envelope or by submitting voting instructions via the Internet at www.cstproxyvote.com. Sending in your proxy or submitting voting instructions via the Internet will not prevent you from voting in person at the Annual Meeting. If you vote in person by ballot at the Annual Meeting, that vote will revoke any prior proxy or voting instructions that you have submitted.

VOTING RIGHTS OF STOCKHOLDERS

The only class of voting securities of the Company is its voting common stock, \$1.00 par value (“Common Stock”), each share of which outstanding entitles the holder thereof to one vote. Only stockholders who own shares of Common Stock of record at the close of business on March 6, 2026, are entitled to vote at the Annual Meeting. As of close of business on that date, there were outstanding 2,376,998 shares of Common Stock, all of which shares are entitled to vote.

Ownership of the Common Stock entitles the holder to one vote per share upon each matter to be voted at the meeting.

ELECTION OF DIRECTORS

Two directors are to be elected at the Annual Meeting for a three-year term expiring in 2029. The nominees are directors: Goodwin W. Toraason and Kathleen Stevenson, who are Class I directors.

In accordance with the Company’s Amended and Restated Certificate of Incorporation and By-Laws, the directors of the Company serve staggered terms until subsequently nominated for election by the stockholders at the expiration of their term. Julie Setchell, Thomas K. Prescott, John Holland III, and Spencer T. Cohn are Class II directors whose terms expire in 2027. Matthew P. Faber, Kenneth D. Otterbach, and Kirk L. Ross are Class III directors whose terms expire in 2028.

Although the Board of Directors does not contemplate that any of the nominees will be unavailable for election, in the event a vacancy in the slate of nominees is occasioned by death or other unexpected occurrence, it is presently intended the proxy will be voted for the election of a nominee who shall be designated by the Board.

The following information is furnished with respect to the nominees and present directors as of December 31, 2025:

Name	Principal Occupation or Employment	Director Since	Shares of Company's Common Stock Beneficially Owned	Percent of Class
Spencer T. Cohn	Director, Castle Creek	2023	0 ¹	*
Matthew P. Faber	Farmer	2018	1,500	*
John M. Holland III	Controller, Manufacturing	2020	516	*
Kenneth D. Otterbach	Farmer	2004	8,250	*
Thomas K. Prescott	Auto Dealer	2005	8,848	*
Kirk L. Ross	Banker	2024	5,600	*
Julie Setchell	Retail	2005	8,600	*
Kathleen Stevenson	Attorney	2019	1,100	*
Goodwin W. Toraason	Retired Banker	1995	34,900	1.47%
TOTAL			69,314	2.92%

OTHER MATTERS

The management of the Company does not intend to present any business or matters other than that referred to in this proxy statement before the April 16, 2026 Annual Meeting of Stockholders. Management has not been informed of any other matters, which should be considered at that time. However, if other business comes before the meeting or any adjournment thereof, the persons named in the accompanying form of proxy intend to vote.

*Less than 1.0%

¹ Mr. Cohn is a Director of Castle Creek Investments LLC ("Castle Creek"). Castle Creek is affiliated with Castle Creek Capital Partners VI, LP ("Fund VI") which owns 563,064 shares of Common Stock (23.7%) in the Company.

FIRST STATE BANK
MENDOTA, ILLINOIS

NOTICE TO STOCKHOLDERS:

ANNUAL DISCLOSURE STATEMENT

NOTICE OF AVAILABILITY

Financial information about this Bank is available to our customers, stockholders, and the general public on request.

In accordance with Federal Regulation to facilitate more informed decision-making by depositors, investors, and the general public, we will provide an annual disclosure statement containing financial information for this bank for the previous two years. Anyone may obtain a copy of the Annual Disclosure Statement by contacting Lana Eddy at 706 Washington Street, Box 50, Mendota, Illinois or by phone at 815-538-2265.